

FTI Consulting, Inc. 3 Times Square 9th Floor New York, NY 10036

212.247.1010 telephone 212.841.9350 facsimile

www.fticonsulting.com

January 19, 2011

#### <u>VIA FIRST CLASS MAIL</u>

Rock & Republic Enterprises, Inc. 3523 Eastham Drive Culver City, CA 90232

Attention: Viet Do

Re: Rock & Republic Enterprises, et al. (the "Debtors")

Dear Mr. Silbert,

In accordance with the Order Pursuant to Bankruptcy Code Sections 105(a) and 331 establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals entered by the Honorable Arthur J. Gonzalez on April 29, 2010, annexed herewith is the billing statement of FTI Consulting, Inc. ("FTI") for the period from December 1, 2010 through December 31, 2010. As reflected in the billing statement, FTI requests \$86,378.00 compensation for professional services rendered and \$0.00 in expense reimbursements. If no objections are received within fifteen days of the submission of this billing statement, our bill should be promptly paid in the amount of \$69,102.40 consisting of: (a) advisory fees in the amount of \$69,102.40, equivalent to eighty percent (80%) of the requested fees; and (b) \$0.00 in expenses.

To assist the parties in interest in reviewing our billing statement, we have annexed a fee summary and a disbursement summary. Should you have any comments or questions, please feel free to contact me at 212-841-9369.

Very truly yours,

Steven Simms

Senior Managing Director

Encl.

Service List

#### **Service List**

Rock & Republic Enterprises, Inc. 3523 Eastham Drive Culver City, CA 90232 Attn: Viet Do

Todtman, Nachamie, Spizz & Johns, P.C. 425 Park Avenue New York, NY 10022 Attn: Arthur Goldstein, Esq. and Alex Spizz, Esq.

Arent Fox LLP 1675 Broadway New York, NY 10019 Attn: Robert Hirsh

Office of the United States Trustee 33 Whitehall Street, 21<sup>st</sup> Floor New York, NY 10004 Attn: Richard C. Morrissey, Esq.

### UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re:

Chapter 11

ROCK & REPUBLIC ENTERPRISES, INC., et al.,

Case No. 10-17728 (AJG)

Debtors.

(Jointly Administered)

EIGHTH STATEMENT SUBMITTED IN COMPLIANCE WITH ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 331 ESTABLISHING PROCEDURES FOR INTERIM MONTHLY COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS FOR THE PERIOD DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010

The statement of FTI Consulting, Inc. ("FTI") as financial advisor to the Official Committee of Unsecured Creditors of Rock & Republic Enterprises, Inc. ("R&R") and Triple R., Inc. ("TR"), debtors and debtors in possession, (collectively, the "Debtors") in accordance with the Order Pursuant to sections 105(a) and 331, of title 11, United States Code establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals (the "Order") entered by the Honorable Arthur J. Gonzalez, United States Bankruptcy Judge, in room 523 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY, on April 29, 2010, does respectfully represent and allege as follows:

1. The fees and disbursements recorded during the period from December 1, 2010 through and including December 31, 2010 (the "Eighth Period") amount to:

| Fees Incurred for Eighth Period (80% Fees Incurred) | \$86,378.00<br>69,102.40                         |  |
|---|--|--|
| Fees Disbursements TOTAL                            | \$69,102.40<br><u>0.00</u><br><b>\$69,102.40</b> |  |

As stated in the FTI Retention Application, FTI has agreed to seek compensation on an hourly basis, plus reimbursement of actual and necessary expenses for the Eighth Period. Total fees for the Eighth Period based on actual billing rates were \$86,378.00 for a total of 120.3 hours incurred. FTI seeks 80% of the requested fees in the amount of \$69,102.40 and 100% of expenses in the amount of \$0.00 for the Eighth Period.

- 2. The professionals providing services and the aggregate hours spent by each professional during the Eighth Period are set forth in the schedule annexed hereto as Exhibit "A."
- 3. A summary of services rendered and time charges under each service category during the Eighth Period are set forth in the schedule annexed hereto as Exhibit "B."
- 4. Detailed time entry by services rendered during the Eighth Period is set forth in the schedule annexed hereto as Exhibit "C."
- 5. The professionals at FTI record all of their time expended in connection with this engagement in increments of tenths (1/10) of an hour. The time recorded to matters is thereafter billed at the prevailing hourly rates. Disbursements, as they are recorded in FTI's computer records, are thereafter generally billed to each client as applicable. The disbursements in this Fee Statement conform with the limits as set forth in the Administrative Orders of the United States Bankruptcy Court for the Southern District of New York dated August 10, 1991 and August 19, 1995.

Dated: New York, New York January 19, 2011

FTI CONSULTING, INC.

Financial Advisors to the Official Committee of Unsecured Creditors of Rock & Republic Enterprises, Inc., <u>et al.</u>

By:

Steven Simms

Senior Managing Director

Three Times Square

New York, New York 10036

(212) 841-9369

\*\* The fees and disbursements requested in this Fee Statement shall be authorized to be paid to the requesting party by the Debtor without further Notice and without a hearing unless, within fifteen (15) days after service of this Fee Statement, an objection is filed with the Clerk of the Bankruptcy Court and served upon FTI Consulting Inc. and those parties identified in the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals

Check and wire transfer instructions are as follows:

By Check Remit to: FTI Restructuring PO Box 631916 Baltimore, MD 21263-1916

By Wire Transfer Remit to: ABA # 026009593 Bank of America FTI Consulting, Inc. Account #003939577164

Tax ID #22-3026953

Project No. 423829.0001

## EXHIBIT A ROCK & REPUBLIC ENTERPRISES, INC., CASE NO. 10-11728 SUMMARY OF HOURS BY PROFESSIONAL FOR THE PERIOD DECEMBER 1, 2010 TO DECEMBER 31, 2010

| Professional          | Position                 | Billing Rate | Total Hours | Total Fees  |
|-----------------------|--------------------------|--------------|-------------|-------------|
| Simms, Steven         | Senior Managing Director | \$885        | 30.8        | \$27,258.00 |
| Cordasco, Michael     | Managing Director        | 725          | 71.5        | 51,837.50   |
| Pace, Kathryn         | Senior Consultant        | 515          | 10.5        | 5,407.50    |
| Hellmund-Mora, Marili | Associate                | 250          | 7.5         | 1,875.00    |
| TOTAL                 |                          |              | 120.3       | \$86,378.00 |

# EXHIBIT B ROCK & REPUBLIC ENTERPRISES, INC., CASE NO. 10-11728 SUMMARY OF HOURS BY TASK FOR THE PERIOD DECEMBER 1, 2010 TO DECEMBER 31, 2010

| Task Description                              | Total Hours   | Total Fees   |
|---|---|--|
| Current Operating Results & Events            | 1.7   | \$1,232.50   |
| Cash & Liquidity Analysis                     | 7.6   | 5,354.00   |
| Financing Matters (DIP, Exit, Other)          | 1.6   | 1,160.00   |
| Asset Sales                                   | 22.1  | 17,268.50  |
| Analysis of SOFAs & SOALs                     | 1.3   | 942.50   |
| Analysis of Other Miscellaneous Motions       | 1.0   | 725.00   |
| Analysis of Claims/Liab Subject to Compromise | 5.4   | 3,915.00   |
| Analysis, Negotiate and Form of POR & DS      | 51.4  | 38,849.00  |
| General Mtgs with UCC & UCC Counsel           | 10.0  | 7,492.00   |
| Meetings with Other Parties                   | 5.4   | 4,667.00   |
| Preparation of Fee Application                | 12.8  | 4,772.50   |
| TOTAL   | 120.3   | \$86,378.00  |
|   | Cash & Liquidity Analysis  Financing Matters (DIP, Exit, Other)  Asset Sales  Analysis of SOFAs & SOALs  Analysis of Other Miscellaneous Motions  Analysis of Claims/Liab Subject to Compromise  Analysis, Negotiate and Form of POR & DS  General Mtgs with UCC & UCC Counsel  Meetings with Other Parties  Preparation of Fee Application | Cash & Liquidity Analysis  7.6  Financing Matters (DIP, Exit, Other)  Asset Sales  22.1  Analysis of SOFAs & SOALs  Analysis of Other Miscellaneous Motions  Analysis of Claims/Liab Subject to Compromise  5.4  Analysis, Negotiate and Form of POR & DS  51.4  General Mtgs with UCC & UCC Counsel  10.0  Meetings with Other Parties  5.4  Preparation of Fee Application  12.8 |

| Task<br>Category | Date         | Professional      | Hours | Activity   |
|------------------|--------------|-------------------|-------|--|
| 1                | 12/2/2010    | Cordasco, Michael | 0.2   | Review current channels of sales distribution                                |
| 1                | 12/3/2010    | Cordasco, Michael | 0.4   | Research re: sales channel.  |
| 1                | 12/10/2010   | Cordasco, Michael | 0.5   | Review updated inventory details.  |
| 1                | 12/15/2010   | Cordasco, Michael | 0.6   | Participate in call with Debtor re: liquidity and current operations.        |
|                  |              | Total Task Code 1 | 1.7   |  |
| 2                | 12/2/2010    | Cordasco, Michael | 0.3   | Correspond with Debtor re: liquidity and inventory details.                  |
| 2                | 12/3/2010    | Cordasco, Michael | 0.4   | Participate in call with Debtor re: liquidity and inventory.                 |
| 2                | 12/7/2010    | Cordasco, Michael | 0.7   | Participate in call with Debtors re: liquidity update.                       |
| 2                | 12/8/2010    | Cordasco, Michael | 0.6   | Participate in call with Debtors re: liquidity update.                       |
| 2                | 12/14/2010   | Cordasco, Michael | 0.6   | Participate in call with Debtors re: liquidity update.                       |
| 2                | 12/21/2010   | Simms, Steven     | 0.6   | Participate in call with Debtor re: cash flow issues.                        |
| 2                | 12/22/2010(  | Cordasco, Michael | 0.9   | Review updated liquidity analysis.   |
| 2                | 12/22/2010(  | Cordasco, Michael | 0.7   | Participate in call with Debtors re: revised cash flow.                      |
| 2                | 12/22/2010   | Cordasco, Michael | 0.4   | Participate in call with Debtors re: internal controls and liquidity.        |
| 2                | 12/22/2010 P | ace, Kathryn      | 0.7   | Participate in call with Debtors advisors regarding cash flow and liquidity. |
| 2 1              | 2/22/2010 P  | ace, Kathryn      | 0.5   | Review revised 13 week cash flow forecast.                                   |
| 2 1              | 2/29/2010 C  | ordasco, Michael  | 0.5   | Review updated cash forecast.  |
| 2 1              | 2/29/2010 C  | ordasco, Michael  | 0.7   | Participate in call with Debtors re: cash and liquidity forecast.            |
|                  | Т            | otal Task Code 2  | 7.6   |  |
| 3 1              | 2/29/2010 Co | ordasco, Michael  | 0.5   | Review CIT stipulation and stipulation budget.                               |
| 3 1              | 2/29/2010 Co | ordasco, Michael  | 0.4   | Reconcile CIT budget to company cash forecast.                               |
| 3 12             | 2/29/2010 Co | ordasco, Michael  | 0.3   | Participate in call with Counsel re: CIT extension.                          |

| Task<br>Category | Date         | Professional      | Hours | Activity  |
|------------------|--------------|-------------------|-------|---|
| 3                | 12/29/2010   | Cordasco, Michael | 0.4   | Correspond with Debtors re: advance rates.                            |
|                  |              | Total Task Code 3 | 1.6   |   |
| 6                | 12/1/2010    | Simms, Steven     | 0.8   | Review documents related to sale.                                     |
| 6                | 12/2/2010    | Cordasco, Michael | 0.4   | Participate in call with potential purchaser re: temporary license.   |
| 6                | 12/2/2010    | Cordasco, Michael | 0.5   | Participate in call with Counsel to discuss changes to APA.           |
| 6                | 12/2/2010    | Cordasco, Michael | 0.4   | Review Counsel comments on APA.                                       |
| 6                | 12/2/2010    | Cordasco, Michael | 0.4   | Review draft bid procedures.  |
| 6                | 12/6/2010    | Cordasco, Michael | 0.2   | Participate in call with Counsel to discuss APA.                      |
| 6                | 12/8/2010    | Cordasco, Michael | 1.0   | Follow-up meeting with Debtors re: sale transaction.                  |
| 6                | 12/9/2010    | Cordasco, Michael | 0.6   | Participate in call with Debtor re: revised proposal.                 |
| 6                | 12/9/2010    | Cordasco, Michael | 0.4   | Summarize terms of proposal for Counsel.                              |
| 6                | 12/9/2010 ]  | Pace, Kathryn     | 0.5   | Review update on sales process and negotiations.                      |
| 6                | 12/9/2010    | Simms, Steven     | 0.6   | Update with Counsel on deal issues.                                   |
| 6                | 12/10/2010 ( | Cordasco, Michael | 0.8   | Participate in call with Committee re: sale transaction update.       |
| 6                | 12/10/2010 S | imms, Steven      | 0.6   | Participate in call with Counsel re: sale issues.                     |
| 6                | 12/10/2010 S | imms, Steven      | 0.8   | Participate in Committee call regarding update on sales process.      |
| 6 1              | 12/10/2010 P | ace, Kathryn      | 0.8   | Participate in Committee call regarding update on sales process.      |
| 6 1              | 2/10/2010 S  | imms, Steven      | 0.8   | Calls regarding sale issues.  |
| 6 1              | 2/13/2010 S  | imms, Steven      | 0.9   | Review and revise documents on sale.                                  |
| 6 1              | 2/13/2010 Pa | ace, Kathryn      | 0.8   | Participate in call with Committee re: update on asset sale.          |
| 6 1              | 2/13/2010 Co | ordasco, Michael  | 0.8   | Participate in call with Committee to discuss status of sale process. |
| 6 1              | 2/13/2010 Si | mms, Steven       | 0.8   | Participate in call with Committee re: sale status.                   |

| Task<br>Category | Date         | Professional      | Hours | Activity  |
|------------------|--------------|-------------------|-------|---|
| 6                | 12/14/2010   | Cordasco, Michael | 0.2   | Review revised trademark analysis.                                      |
| 6                | 12/14/2010   | Pace, Kathryn     | 0.5   | Participate in Committee call re: asset sale update.                    |
| 6                | 12/14/2010   | Cordasco, Michael | 0.5   | Participate in Committee call re: asset sale update.                    |
| 6                | 12/14/2010   | Simms, Steven     | 0.6   | Participate in call with Counsel on sale items.                         |
| 6                | 12/15/2010   | Simms, Steven     | 0.8   | Review revised sale documents.  |
| 6                | 12/15/2010   | Cordasco, Michael | 0.5   | Participate in call with potential purchaser's Counsel re: revised APA. |
| 6                | 12/16/2010   | Simms, Steven     | 1,1   | Review latest sale documents.   |
| 6                | 12/16/2010   | Cordasco, Michael | 0.5   | Review revised APA.   |
| 6                | 12/16/2010   | Cordasco, Michael | 0.3   | Participate in call with Counsel re: final APA comments.                |
| 6                | 12/17/2010   | Simms, Steven     | 0.8   | Review revised sale documents.  |
| 6                | 12/17/2010   | Cordasco, Michael | 0.4   | Review revised draft APA.   |
| 6                | 12/17/2010(  | Cordasco, Michael | 0.4   | Review executed copy of APA.  |
| 6                | 12/17/2010 S | Simms, Steven     | 0.6   | Correspond with Counsel re: sale items.                                 |
| 6                | 12/17/2010 S | Simms, Steven     | 1,4   | Participate in call with Debtor, Counsel and buyer re: deal documents.  |
| 6                | 12/22/2010 S | imms, Steven      | 0.2   | Correspond with Counsel re; sale documents.                             |
| 6                | 12/23/2010 S | imms, Steven      | 0.4   | Correspond with Counsel on potential sale issues.                       |
|                  | Т            | otal Task Code 6  | 22.1  |   |
| 12               | 12/7/2010 C  | ordasco, Michael  | 0.2   | Review historical payments to insiders.                                 |
| 12               | 12/8/2010 C  | ordasco, Michael  | 0.4   | Review pre-petition payments to insiders.                               |
| 12 1             | 12/10/2010 C | ordasco, Michael  | 0.4   | Prepare request list re: payments to insiders.                          |
| 12 1             | 2/17/2010 C  | ordasco, Michael  | 0.3   | Review schedule of M. Ball assets.                                      |
|                  | Te           | otal Task Code 12 | 1.3   |   |

| Task<br>Category | Date       | Professional       | Hours | Activity   |
|------------------|------------|--------------------|-------|--|
| 13               | 12/3/2010  | Cordasco, Michael  | 0.3   | Review Spring street claim objection.  |
| 13               | 12/9/2010  | Cordasco, Michael  | 0.4   | Review Spring Street memorandum of law.  |
| 13               | 12/9/2010  | Cordasco, Michael  | 0.3   | Review exclusivity motion and recommendation.  |
|                  |            | Total Task Code 13 | 1.0   |  |
| 14               | 12/1/2010  | Cordasco, Michael  | 0.4   | Participate in call with Debtors' advisors re: claims reconciliation process.        |
| 14               | 12/1/2010  | Cordasco, Michael  | 1.1   | Review claims reconciliation and summary of claims.                                  |
| 14               | 12/1/2010  | Cordasco, Michael  | 0.7   | Review analysis of duplicate claims.   |
| 14               | 12/2/2010  | Cordasco, Michael  | 0.3   | Correspond with Counsel re: claims ranges.   |
| 14               | 12/3/2010  | Cordasco, Michael  | 0.6   | Prepare updated claims summary.  |
| 14               | 12/6/2010  | Cordasco, Michael  | 0.5   | Participate in call with Debtors re: claims update.                                  |
| 14               | 12/6/2010  | Cordasco, Michael  | 0.4   | Review document re: claims update.   |
| 14               | 12/6/2010  | Cordasco, Michael  | 0.5   | Participate in call with Counsel re: claims estimates.                               |
| 14               | 12/7/2010  | Cordasco, Michael  | 0.2   | Prepare outstanding request list to Debtors re: pre-petition payments.               |
| 14               | 12/9/2010  | Cordasco, Michael  | 0.5   | Participate in call with Debtor re: claims analysis.                                 |
| 14               | 12/9/2010  | Cordasco, Michael  | 0.2   | Prepare request list re: intercompany transactions.                                  |
|                  |            | Fotal Task Code 14 | 5.4   |  |
| 16               | 2/1/2010   | Cordasco, Michael  | 0.8   | Review and edit liquidation analysis write-up.                                       |
| <b>16</b> 1      | 2/1/2010   | Cordasco, Michael  | 0.5   | Edit liquidation analysis.   |
| 16 1             | 2/1/2010 ( | Cordasco, Michael  | 0.9   | Review revised draft Plan documents in advance of call with Counsel.                 |
| 16 1             | 2/1/2010 ( | Cordasco, Michael  | 1.4   | Participate in call with Counsel and potential purchaser re: revised Plan documents. |
| 16 1             | 2/1/2010 ( | Cordasco, Michael  | 0.3   | Prepare summary of Plan status.  |
| 16 1             | 2/2/2010 C | ordasco, Michael   | 0.5   | Correspond with Counsel re: open items and Disclosure Statement.                     |

| Task<br>Category | Date      | Professional      | Hours | Activity  |
|------------------|-----------|-------------------|-------|---|
| 16               | 12/2/2010 | Cordasco, Michael | 0.3   | Review document re: Plan status update.   |
| 16               | 12/2/2010 | Cordasco, Michael | 0.6   | Review revised POR.   |
| 16               | 12/2/2010 | Cordasco, Michael | 0.5   | Participate in call with Counsel to review APA and POR.                                 |
| 16               | 12/2/2010 | Simms, Steven     | 0.3   | Review Plan issues.   |
| 16               | 12/3/2010 | Cordasco, Michael | 1.2   | Review updated POR and APA.   |
| 16               | 12/3/2010 | Cordasco, Michael | 0.6   | Participate in call with Counsel re: Disclosure Statement changes.                      |
| 16               | 12/3/2010 | Cordasco, Michael | 0.5   | Participate in call with Counsel and potential purchaser's Counsel re: Plan documents.  |
| 16               | 12/5/2010 | Simms, Steven     | 0.7   | Review Plan related items.  |
| 16               | 12/6/2010 | Cordasco, Michael | 0.3   | Review revised draft APA and POR.   |
| 16               | 12/6/2010 | Cordasco, Michael | 0.8   | Review and edit draft recovery analysis.  |
| 16               | 12/6/2010 | Cordasco, Michael | 1.9   | Prepare recovery analysis presentation to Committee.                                    |
| 16               | 12/6/2010 | Cordasco, Michael | 0.8   | Review and edit liquidation analysis.   |
| 16               | 12/6/2010 | Simms, Steven     | 0.8   | Review items related to Plan.   |
| 16               | 12/7/2010 | Cordasco, Michael | 0.3   | Edit recovery analysis presentation to Committee.                                       |
| 16               | 12/7/2010 | Cordasco, Michael | 0.4   | Participate in call with Counsel re: updated POR and APA.                               |
| 16               | 12/7/2010 | Cordasco, Michael | 0.7   | Edit liquidation analysis and assumptions document.                                     |
| 16               | 12/7/2010 | Cordasco, Michael | 0.8   | Review revised drafts of POR and APA.   |
| 16               | 12/7/2010 | Cordasco, Michael | 0.4   | Participate in call with Counsel re: revised draft Plan documents.                      |
| 16               | 12/8/2010 | Cordasco, Michael | 1.0   | Attend meeting with Counsel and potential purchaser to prepare for Debtor presentation. |
| 16               | 12/8/2010 | Cordasco, Michael | 0.9   | Attend meeting with potential purchaser re: trademarks.                                 |
| 16 1             | 12/8/2010 | Cordasco, Michael | 0.3   | Review revised APA and POR.   |
| 16 1             | 2/8/2010  | Simms, Steven     | 1.1   | Attend meeting with Counsel and potential buyer on Plan issues.                         |

| Task<br>Category | Date       | Professional      | Hours | Activity   |
|------------------|------------|-------------------|-------|--|
| 16               | 12/8/2010  | Simms, Steven     | 0.9   | Review Plan and APA items.   |
| 16               | 12/8/2010  | Cordasco, Michael | 1.0   | Meeting with Debtors re: POR.  |
| 16               | 12/8/2010  | Simms, Steven     | 1.8   | Attend meeting with Debtor re: Plan issues.  |
| 16               | 12/9/2010  | Cordasco, Michael | 0.4   | Participate in call with Counsel re: deal and Plan status.                         |
| 16               | 12/9/2010  | Simms, Steven     | 0.4   | Participate in call with Debtor re: Plan issues.                                   |
| 16               | 12/10/2010 | Cordasco, Michael | 0.3   | Review key items re: liquidation analysis.   |
| 16               | 12/10/2010 | Cordasco, Michael | 0.5   | Revise liquidation analysis.   |
| 16               | 12/10/2010 | Cordasco, Michael | 0.5   | Edit liquidation analysis write-up.  |
| 16               | 12/10/2010 | Simms, Steven     | 0.6   | Review items related to Plan filing.   |
| 16               | 12/10/2010 | Cordasco, Michael | 0.3   | Review trademark summary prepared by Counsel.                                      |
| 16               | 12/13/2010 | Cordasco, Michael | 0.7   | Review and edit liquidation analysis.  |
| 16               | 12/13/2010 | Simms, Steven     | 0.3   | Correspond with Counsel on Plan.   |
| 16               | 12/14/2010 | Cordasco, Michael | 0.3   | Review draft Plan support agreement.   |
| 16               | 12/14/2010 | Cordasco, Michael | 0.3   | Review Debtor comments re: APA.  |
| 16               | 12/14/2010 | Cordasco, Michael | 2.1   | Attend meeting with potential purchaser's Counsel re: POR and APA.                 |
| 16               | 12/14/2010 | Cordasco, Michael | 1.6   | Participate in call with Debtor's Counsel re: comments on APA and POR.             |
| 16               | 12/14/2010 | Cordasco, Michael | 0.4   | Participate in call with potential purchaser Counsel to review APA.                |
| 16               | 12/14/2010 | Cordasco, Michael | 1.1   | Participate in call with Debtor Counsel re: revised APA.                           |
| 16               | 12/14/2010 | Simms, Steven     | 0.4   | Review and revise Plan and Disclosure Statement.                                   |
| 16               | 12/15/2010 | Cordasco, Michael | 0.3   | Participate in call with Counsel re: exclusivity hearing and Disclosure Statement. |
| 16               | 12/15/2010 | Cordasco, Michael | 0.5   | Revise liquidation analysis with comments from Counsel.                            |

| Task     |             |                   |       |  |
|----------|-------------|-------------------|-------|--|
| Category | Date        | Professional      | Hours | Activity   |
| 16       | 12/15/2010  | Cordasco, Michael | 0.5   | Review revised draft POR.  |
| 16       | 12/15/2010  | Cordasco, Michael | 0.3   | Prepare claims calculations for use in POR.  |
| 16       | 12/15/2010  | Cordasco, Michael | 0.3   | Participate in call with Counsel re: Disclosure Statement comments.                          |
| 16       | 12/15/2010  | Cordasco, Michael | 2.6   | Participate in call with Debtor's Counsel re: APA and POR.                                   |
| 16       | 12/15/2010  | Simms, Steven     | 2.6   | Participate in call with Debtor's Counsel re: APA and POR.                                   |
| 16       | 12/16/2010  | Cordasco, Michael | 1.3   | Review revised drafts of APA, POR, and Disclosure Statement.                                 |
| 16       | 12/16/2010  | Cordasco, Michael | 0.3   | Review Counsel comments re: liquidation analysis.  |
| 16       | 12/16/2010  | Cordasco, Michael | 0.4   | Update analysis of recovery to creditors.  |
| 16       | 12/16/2010  | Cordasco, Michael | 0.3   | Participate in call with Counsel re: liquidation analysis.                                   |
| 16       | 12/16/2010  | Cordasco, Michael | 0.4   | Edit liquidation analysis.   |
| 16       | 12/16/2010  | Cordasco, Michael | 0.9   | Participate in call with Counsel, Debtors advisors, and potential purchaser re: APA and POR. |
| 16       | 12/16/2010  | Cordasco, Michael | 0.4   | Review revised draft POR and APA.  |
| 16       | 12/17/2010  | Cordasco, Michael | 0.5   | Review revised POR and IP schedules.   |
| 16       | 12/17/2010  | Cordasco, Michael | 0.5   | Edit liquidation analysis.   |
| 16       |             | Cordasco, Michael | 0.4   | Participate in call with Counsel re: Disclosure Statement.                                   |
| 16       | 12/20/2010  | Cordasco, Michael | 1.2   | Participate in call with Debtors to discuss comments re: liquidation analysis.               |
| 16       | 12/20/2010  | Cordasco, Michael | 0.7   | Review of revised drafts of Disclosure Statement and POR.                                    |
| 16       | 12/20/2010  | Cordasco, Michael | 0.7   | Update liquidation analysis write-up.  |
| 16       | 12/20/2010  | Cordasco, Michael | 0.4   | Review and edit analysis of recovery rates by Creditor class.                                |
| 16       | 12/20/2010( | Cordasco, Michael | 0.5   | Participate in call with Counsel re: revised POR and Disclosure Statement.                   |
| 16       | 12/20/2010( | Cordasco, Michael | 0.6   | Review of draft bid procedures motion, Disclosure Statement motion, and order.               |
| 16       | 12/20/2010  | Cordasco, Michael | 0.6   | Participate in call with Counsel and potential purchaser to finalize documents for filing.   |

| Task<br>Category | Date       | Professional       | Hours | Activity  |
|------------------|------------|--------------------|-------|---|
| 16               | 12/21/2010 | Cordasco, Michael  | 0.7   | Review final documents re: POR, Disclosure Statement, and APA.            |
|                  |            | Total Task Code 16 | 51.4  |   |
| 21               | 12/3/2010  | Cordasco, Michael  | 1.0   | Participate in call with Committee re: status update.                     |
| 21               | 12/3/2010  | Simms, Steven      | 0.3   | Participate in call with Counsel re: status update.                       |
| 21               | 12/7/2010  | Cordasco, Michael  | 0.4   | Prepare for call with Committee.  |
| 21               | 12/7/2010  | Cordasco, Michael  | 0.5   | Participate in call with Committee.                                       |
| 21               | 12/7/2010  | Cordasco, Michael  | 0.2   | Prepare for call with Committee.  |
| 21               | 12/7/2010  | Simms, Steven      | 0.6   | Prepare for call with Committee.  |
| 21               | 12/7/2010  | Simms, Steven      | 0.5   | Participate in call with Committee.                                       |
| 21               | 12/7/2010  | Pace, Kathryn      | 0.5   | Participate in weekly Committee call.                                     |
| 21               | 12/10/2010 | Simms, Steven      | 0.3   | Prepare for Committee call.   |
| 21               | 12/14/2010 | Simms, Steven      | 0.8   | Participate in call with UCC on case issues.                              |
| 21               | 12/15/2010 | Simms, Steven      | 0.7   | Participate in call with Committee re: case issues.                       |
| 21               | 12/16/2010 | Pace, Kathryn      | 0.6   | Participate on Committee call re: case issues.                            |
| 21               | 12/16/2010 | Cordasco, Michael  | 0.7   | Participate in call with Committee re: case status update.                |
| 21               | 12/16/2010 | Simms, Steven      | 0.6   | Participate in call with Committee re: case issues.                       |
| 21               | 12/16/2010 | Pace, Kathryn      | 0.5   | Participate in call with Counsel following Committee call re: next steps. |
| 21               | 12/20/2010 | Simms, Steven      | 0.6   | Participate in call with Committee re: status update.                     |
| 21               | 12/20/2010 | Cordasco, Michael  | 0.6   | Participate in call with Committee re: status update.                     |
| 21               | 12/20/2010 | Pace, Kathryn      | 0.6   | Participate in call with Committee re: status update.                     |
|                  |            | Total Task Code 21 | 10.0  |   |
| 22 1             | 12/3/2010  | Simms, Steven      | 0.4   | Participate in call with potential buyer re: deal issues.                 |

| Task<br>Category | Date       | Professional          | Hours | Activity   |
|------------------|------------|-----------------------|-------|--|
| 22               | 12/8/2010  | Cordasco, Michael     | 0.7   | Participate in call with potential purchaser's Counsel re: meeting with Debtors. |
| 22               | 12/8/2010  | Simms, Steven         | 0.6   | Participate in call with potential buyer on deal issues.                         |
| 22               | 12/8/2010  | Simms, Steven         | 0.3   | Participate in call with potential buyer re: deal.                               |
| 22               | 12/9/2010  | Simms, Steven         | 0.4   | Participate in call with potential buyer re: deal issues.                        |
| 22               | 12/14/2010 | Simms, Steven         | 2.3   | Review and discuss Plan and sale documents with buyer.                           |
| 22               | 12/16/2010 | Simms, Steven         | 0.7   | Participate in call with buyer re: Plan items.                                   |
|                  |            | Total Task Code 22    | 5.4   |  |
| 24               | 12/3/2010  | Hellmund-Mora, Marili | 0.6   | Generate and review WIP.   |
| 24               | 12/3/2010  | Hellmund-Mora, Marili | 0.9   | Begin to prepare fee application.  |
| 24               | 12/8/2010  | Hellmund-Mora, Marili | 0.5   | Continue to prepare November fee application.                                    |
| 24               | 12/9/2010  | Hellmund-Mora, Marili | 1.8   | Prepare November fee application.  |
| 24               | 12/16/2010 | Cordasco, Michael     | 0.4   | Review November fee application.   |
| 24               | 12/16/2010 | Pace, Kathryn         | 0.7   | Review November fee application and provide comments.                            |
| 24               | 12/17/2010 | Pace, Kathryn         | 0.6   | Begin to prepare second interim fee application.                                 |
| 24               | 12/17/2010 | Pace, Kathryn         | 0.6   | Process revisions to November fee application.                                   |
| 24               | 12/20/2010 | Pace, Kathryn         | 0.3   | Finalize and distribute November bill.   |
| 24               | 12/20/2010 | Hellmund-Mora, Marili | 0.6   | Process November fee application.  |
| 24               | 12/20/2010 | Hellmund-Mora, Marili | 1.8   | Prepare second interim fee application.  |
| 24               | 12/20/2010 | Hellmund-Mora, Marili | 0.9   | Continue to prepare second interim fee application.                              |
| 24               | 12/21/2010 | Pace, Kathryn         | 1.2   | Prepare second interim fee application.  |
| 24               | 12/22/2010 | Cordasco, Michael     | 0.4   | Review draft second interim fee application.                                     |
| 24               | 12/22/2010 | Pace, Kathryn         | 0.5   | Determine allocation of payments to date.  |

| Task<br>Category | Date       | Professional          | Hours | Activity  |
|------------------|------------|-----------------------|-------|---|
| 24               | 12/22/2010 | Hellmund-Mora, Marili | 0,4   | Generate summary of invoices and correspond re: same.   |
| 24               | 12/23/2010 | Pace, Kathryn         | 0.6   | Finalize and distribute second interim fee application. |
|                  |            | Total Task Code 24    | 12.8  |   |
|                  |            | Grand Total           | 120.3 |   |